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OF COUNSEL  
URBAN A. LESTER

June 6, 2002

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

RECORDATION NO. **23204-555** FILED

JUN 6 '02 11-20 AM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Equipment Bill of Sale, dated as of June 3, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease (Schedule No. 14) previously filed with the Board under Recordation Number 23204-MMM.

The name and address of the party to the enclosed document are:

Seller: Allfirst Bank  
25 South Charles Street  
Baltimore, MD 21202

[Buyer: LaSalle National  
Leasing Corporation  
1 West Pennsylvania Avenue  
Suite 1000  
Towson, MD 21204]

A description of the railroad equipment covered by the enclosed document is:

Three (3) locomotives NS 5533 - NS 5535

Mr. Vernon A. Williams  
June 6, 2002  
Page Two

A short summary of the document to appear in the index follows:

Equipment Bill of Sale

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anr  
Enclosures

RECORDATION NO. 23204-SSS FILED

JUN 6 '02 11-20AM

**EQUIPMENT BILL OF SALE**

**SURFACE TRANSPORTATION BOARD**

**THIS EQUIPMENT BILL OF SALE** is given by ALLFIRST BANK (herein the "Seller") to LASALLE NATIONAL LEASING CORPORATION (herein the "Buyer").

WITNESSETH:

THAT FOR TEN DOLLARS (\$10.00) AND OTHER GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which is hereby acknowledged, Seller does hereby bargain, sell, assign, transfer and set over to Buyer, its successors and assigns, all of Seller's rights and interest in and to the items of equipment listed on Annex A attached hereto (the "Equipment").

The interest in the Equipment is sold hereunder AS IS WHERE IS WITHOUT WARRANTY, express or implied, with respect to any matter whatsoever except that Seller warrants that such interest is conveyed free and clear of all claims, liens and encumbrances arising by reason of any act or omission of Seller (other than the leasehold interest of Norfolk Southern Railway Company ("Lessee") pursuant to that certain Equipment Schedule No. 14 dated as of March 29, 2002, by and between Allfirst Bank, as lessor, and Lessee, as lessee).

IN WITNESS WHEREOF, Seller has caused this instrument to be duly executed as of the 3rd day of June, 2002.

WITNESS:

ALLFIRST BANK

Hesey

By:

P L Gettings

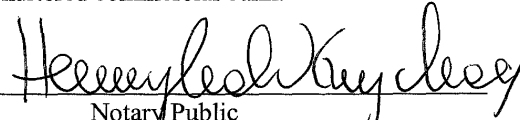
Paul L. Gettings  
Vice President

STATE OF MARYLAND)

) ss:

CITY OF BALTIMORE )

The foregoing Equipment Bill of Sale was acknowledged before me, the undersigned Notary Public, in the City of Baltimore this 3rd day of June, 2002 by Paul L. Gettings, a Vice President of ALLFIRST BANK, a Maryland state chartered commercial bank.

  
Notary Public

My commission expires: \_\_\_\_\_

[Notarial Seal]

HENRYKA W. GRYC-CRAIG  
NOTARY PUBLIC STATE OF MARYLAND  
County of Baltimore  
My Commission Expires September 20, 2005

## ANNEX A

### Assets

MANUFACTURER	MODEL	TYPE	PRE-REFURBISHMENT ROAD NO.	SERIAL NO.	POST-REFURBISHMENT ROAD NO.
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 2865	5778-15	NS 5533
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 4115	7326-16	NS 5534
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 4141	5775-17	NS 5535